

CBD MED RESEARCH CORP.
#810- 675 W. Hastings Street
Vancouver, BC V6B 1N2
Telephone: 604-802-7551

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TAKE NOTICE that the 2016 Annual General and Special Meetings of the Shareholders of CBD MED Research Corp. (hereinafter called the "Company") will be held at Suite 810-675 West Hastings Street, Vancouver, British Columbia V6B1N2, on Tuesday November 29, 2016 at the hour of 1:30 P.M. (local time) for the following purposes:

1. to receive the Report of the Directors and to receive the financial statements of the Company for its fiscal year ended December 31, 2015, and the report of the Auditor thereon;
2. to fix the number of directors at a minimum of three and a maximum of five;
3. to re-appoint Auditors for the ensuing year and to authorize the Directors to fix their remuneration;
4. to elect directors;
5. to consider and approve a transfer from the TXV Venture Exchange to the Canadian Securities Exchange;
6. to consider and approve a change of business, fundamental transaction;
7. to ratify and approve the existing Stock Option Plan;
8. to approve stock options to the directors
9. to approve a change of control;
10. to approve a name change;
10. to transact such other business as may properly come before the Meeting.

Accompanying this Notice are an Information Circular and Form of Proxy.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his stead. If you are unable to attend the Meeting, or any adjournment thereof in person, please read the Notes accompanying the Form of Proxy enclosed herewith and then complete and return the Proxy within the time set out in the Notes. The enclosed Form of Proxy is solicited by Management but, as set out in the Notes, you may amend it if you so desire by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED this 27th day of October 2016.

BY ORDER OF THE BOARD OF DIRECTORS
OF
CBD MED RESEARCH CORP.

"Gary F. Zak"

GARY F. ZAK

Chief Executive Officer